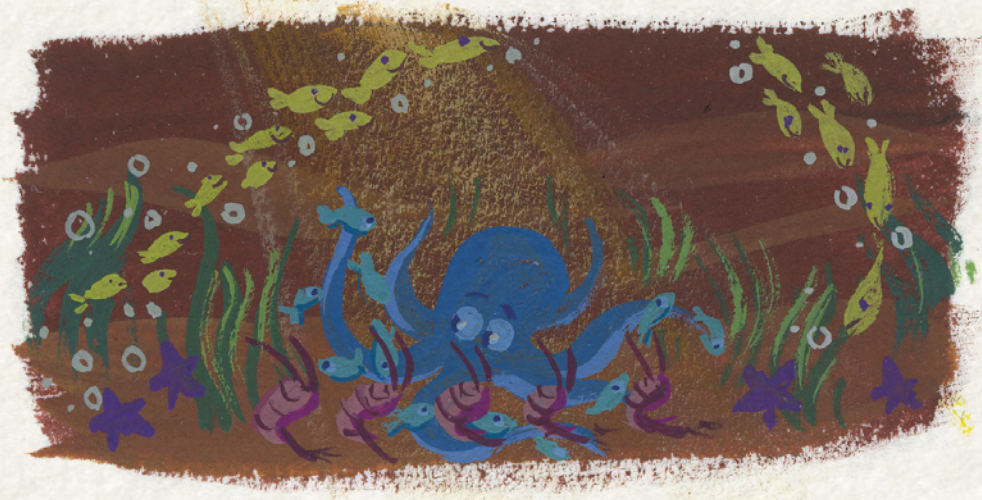




WALT DISNEY RECORDS
THE LEGACY COLLECTION
THE LITTLE MERMAID

ORIGINAL SONGS
MUSIC BY ALAN MENKEN • LYRICS BY HOWARD ASHMAN
SCORE COMPOSED BY ALAN MENKEN





Late in 1986 I was living

on a farm in Pennsylvania, with my wife, Janis and our one-year-old daughter, Anna. My life and career had reached a very welcome plateau, with multiple productions of *Little Shop of Horrors* around the world, and a movie adaptation in the works. Plus, after countless workshops, my dance musical, *Kicks*, was completed and waiting for some kind of production to move forward. I spent my days writing pop songs, learning how to work with MIDI technology and living the happy, relaxed life of a gentleman farmer.

For hours, Anna and I would sit in front of the TV, watching all the old classic Disney films on VHS, and they were magical reminders of how joyful, innocent and simple life could be. That Disney ethos was stamped deeply into my consciousness and being a young parent brought it all back to me again. I remembered how *Fantasia* had brought classical music so clearly into focus for me, providing images that married to music in a fantastic way. And I remembered how the stories told by these movies shaped a lot of my moral compass.

Then, one day, things came full circle when my collaborator, Howard Ashman, called with very welcome news. He had a new project for us to write together. That alone was hugely exciting; the fact that it was a new Disney animated musical was beyond amazing and totally synchronous. We were going to adapt Hans Christian Andersen's fairy tale, "The Little Mermaid," and with that assignment my life changed forever in a wonderful way.

My first step was to meet John Musker and Ron Clements at Howard's apartment on Hudson Street in downtown Manhattan. After years of being totally immersed in the worlds of theater (both downtown and uptown), nightclubs, jingles and pop songwriting, these guys were a total breath of fresh air. The sense of belief and devotion that comes from years of growing up within The Walt Disney Company is unique in many ways, and the marriage of that sensibility with the dramaturgical and musical theater experience that we brought into the room felt inevitable and miraculous.

Our mission was to create a new animated musical that could sit on the shelf alongside the earlier Disney classics, like *Snow White and the Seven Dwarfs*, *Cinderella*, *Peter Pan*, *Sleeping Beauty* and so many others. In my heart I embraced this mission like I had no other previously in my life. I was a new father, and as I had escaped into living on our remote farm, I now escaped into the beauty and safety of the Disney movies. Outside of that bubble of safety, traumatic events were happening in our lives, especially affecting so many of my colleagues. The AIDS crisis was in full bloom, and none of us knew how this could affect our lives and those of our children. And I was unaware of how dark and imminent the cloud was over my dear collaborator, Howard.

We threw ourselves into the songwriting process, me at the piano, and Howard sitting nearby, defining the tone of the score, the structure of the song placement and content and deciding how each song will push story. Being in the room

with Howard Ashman could be quite intense. He always had a very specific, passionate and brilliant idea of what he wanted, and until his collaborator got to where he wanted to be, his frustration could be daunting. But in the end we always got there, and it was always worth the wait. One specific example was the repeating, opening figure for "Under the Sea." He wanted something that "didn't stop." He wanted it to "circle back into itself." Again, I remember his "no no no no..." until I got his "YES!"

The tone of the score was clearly "Disney" in general and eclectic in each specific moment (as are most of the best Disney scores). We wanted to transport the listener deep into the ocean and high up into a fantasy world of princes and princesses. We wanted to draw on English sea shanties, Caribbean calypso and reggae, German cabaret and our own Broadway vocabulary.

The structure of the score was dictated by the need to serve our mermaid's journey, her goals, her obstacles, her world and her passions. Her goals are defined by "Part of Your World," in which we learn that Ariel wants to explore the world up above, out of the sea. Her obstacles are expressed through Ursula, the sea witch, singing "Poor Unfortunate Souls;" offering a realization of Ariel's dreams with the impossibly high price of her sacrificing her voice. The moment that celebrates the world that Ariel is giving up is Sebastian singing "Under the Sea" and in "Kiss the Girl," we are urgently waiting for Prince Eric to kiss her and set her free. Oh, and a little comic relief came in "Les Poissons."

Song-by-song, Howard and I would play with stylistic choices and musical and lyrical ideas, until each song was ready to demo. Then we would create demos, far more elaborate than any we had created before, using MIDI technology and home, multi-track recording. The two of us played all the parts, read dialogue with underscore and created musical blueprints as exact as possible, in order to get everyone on board with our conception of each moment.

When we had completed what we, and our directors considered a finished pass at the score and story, we flew out to Los Angeles to present all our writing to Jeffrey Katzenberg, in a conference room at the animation building on Flower Street in Glendale, with incredible visuals from the animators along the walls. (Yes, that was the period when animation had been exiled from the Burbank lot to warehouses in Glendale).

The significance of what we were a part of was reinforced as I entered the animation facilities and watched the buzz of activity, the storyboards, the artwork, the reminders of Disney artwork, going back to the early '40s.

The presentation was, as they say, a home run, and we began the process of converting our demos into a finished, produced score. I called on my *Little Shop* arranger, Robby Merkin, to help with creating synth tracks for our actors to sing to. Rather than arranging for full orchestral sessions with our singers, the production plan was to produce our finished vocal performances to tracks, drawn from my demo tracks, and later, in our scoring process, have a full orchestra replace those tracks. It was difficult, inconvenient and, of course, cheaper. Thankfully, it was a plan we would never repeat in future projects.

Howard and I brought our theater process to Disney, as did so many other people. Peter Schneider, who was Vice-President in charge of Animation when we arrived, is someone I had known as our company manager on *Little Shop of Horrors*, before embarking on a career at Disney. Thomas Schumacher was just arriving at Disney, fresh from producing theater in LA.

Jodi Benson, who was cast as Ariel, was an actress both Howard and I knew well from our days in New York, as Jodi Marzorati (before she married a terrific Broadway hooper/actor/singer named Ray Benson). She had played one of the lead roles in Howard's Broadway musical, *Smile*. Sam Wright had made a big splash on Broadway in *The Tap Dance Kid* and had a perfect sensibility for Sebastian. And our Ursula, Pat Carroll, was an awarded theater veteran and a well-known television star.

Those who weren't of the world of musical theater at the time became quick studies on how it's done. Chris Montan was our invaluable musical supervisor on *Mermaid*. I can't even begin to calculate how many musicals he has produced the music for since then. But our association continues strongly to this day; to the production of *Aladdin* on Broadway, which, as I write, is selling out at the New Amsterdam Theater. He has also figured out very well how to guide others to achieve effective and successful musical scores, with stunning box office successes like *The Lion King*, *Tarzan* and *Frozen*.

With all of the theatrical know-how we brought to Disney, there was one area that I was yet to have any experience in. But that was all about to change. Howard suggested that I compose the underscore for the movie, something I knew literally nothing about. I was a huge fan of film scores, but the technique, the process and all the protocols were a mystery to me. However, Howard pointed out that I had composed all of the underscore for our stage musicals; the music into songs, the music under dialogue, transitions. And he reminded me of the rather bitter experience I had, watching another composer be nominated for "Best Score" for *Little Shop* at the Golden Globes® for writing about 8 minutes of music, primarily using my themes. I was ineligible, since the rest of my score was written for the stage. (That was more than made up for at the Academy Awards®, when "Mean Green Mother from Outer Space" was nominated for Best Song).

I decided that I wanted to throw all my efforts into learning how to compose a film score. The orchestrator and well-respected opera composer, Thomas Pasatieri, was hired to both orchestrate and help teach me the ropes, from working with clicks (using something called the Knutson Book) to expanding beyond piano scores to thinking for orchestra. Because of my infatuation with MIDI technology, in the process of writing the Mermaid score, I went from writing on paper and calculating clicks from a chart to playing the score into my computer while running the film on VHS.

The learning process was exhausting for me. On the one hand I wanted to underscore action in a way that is sometimes referred to as "Mickey Mousing," having the music mimic onscreen action, and on the other hand I needed to stand back and make sure our broad themes were supporting song material and emotional context. Plus, there was an increasing tendency for studios to want composers to "mock-up" certain pivotal cues, making a synth demo that reflects what something will sound like orchestrated. I knew that I was, in a sense, auditioning for this particular job. And I was nervous.

At our first session, the cue we ran first was "Intro Ariel," one that starts with Ariel seeing the sunken ship and ends with the shark chase. It was a complex cue with lots of variation, tempo shifts, and extremes in dynamics. J.A.C. Redford was conducting. Thom Pasatieri was sitting next to me at the console. Our scores were stretched out in

front of us, and Howard sat in front of the board with John and Ron. They ran the cue. I'd love to say that it was a magical moment. But, in this first pass, with musicians sight-reading, all I heard was chaos and frantic running lines and the impending sound of "You're fired!"

I frantically hid my head in the score as Howard huddled with the directors. I imagined that they must have been discussing how to salvage this disaster and gently tell me that I should stick to writing songs. Then Howard got up and approached me. He said, "You know that moment when Ariel sticks her head up and looks at the ship? Could we have some kind of accent there?" I looked at him and said, "That's it?" Apparently, they liked it! What a moment!

It was a thrilling and somewhat grueling learning process, but step-by-step, we could see the finish line on what was proving to be a wonderful picture. The themes, the visuals, the stylistic winks, the homages, the storytelling and the songs were all coming together. Still, nothing could have prepared us for the reception the movie received. It was as if there was a hunger for that Disney musical sensibility out there that had been growing exponentially over time. The love the public and the press showed the picture was astounding. What an amazingly happy time!

But, quietly and privately, Howard Ashman's life was coming apart at the same time. He made up excuses for the weight loss, the dermatological issues and the weakness. And we all believed him. At that time, a diagnosis of AIDS was a death sentence for a career long before it was a death sentence for a life.

At the Governor's Ball, following the Oscar® ceremony, in which we had won Best Song for "Under the Sea" and I had won Best Score, Howard and I sat with our statuettes at the table and he said, "I want you to know I'm really happy tonight. And when we get back to New York we have to talk." I said, "Talk? Talk about what?" And he insisted that we would wait to talk after we got back.

A few days later he told me that he was sick and all the things I had been trying to ignore and not acknowledge, now came crashing down around me. It was a very hard moment, foreshadowing a very difficult process ahead. This had to be our secret and keeping that secret was very difficult, and eventually, impossible. But, at the time, the thing I most remember was Howard saying, "I'm so glad you won the Best Score Oscar® and I'm

so glad we've had this huge success. Now I know you're taken care of."

A year later he was gone. We'd finished the songs for *Beauty*, and I was midway into working on both *Newsies* and *Aladdin*. My life was moving onto so many miraculous new levels, and *The Little Mermaid* had been a blessing for me, as it has been for so many others.

Maybe someday I'll get back to living like I did on that farm and maybe, some other young composer will get the call to bring new life to an old form. It's an amazing torch to receive. And an amazing torch to pass on.

Alan Menken

Composer

The Little Mermaid

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Howard Ashman was a hot

commodity in 1985. *Little Shop of Horrors*, the low budget Roger Corman horror film about a man-eating plant, had been re-imagined by Howard as a stage musical. Howard wrote the show's book, conceived the songs, and wrote their witty, heartfelt lyrics, with Alan Menken providing their infectious melodies. Howard directed the play as well. It was a huge success with both critics and paying audiences. Howard was just the kind of wunderkind an executive producer like Jeffrey Katzenberg, recently arrived at Disney and empowered by his boss Michael Eisner to reinvigorate the animated features, would want to employ.

Howard was aggressively wooed by Jeffrey (can you woo aggressively or is that a contradiction? It was the only way Jeffrey knew how). Howard was shown a list of properties in the planning stages and his eye lit on one in particular he wanted to be a part of: *The Little Mermaid*. Howard loved Disney animation and the 19th century works of Hans Christian Andersen, who wrote "The Little Mermaid" and many other poignant fairy tales. *Mermaid* was on that list because Ron Clements, a gifted animator and story artist with a strong sense of what constituted a good story, had read Andersen's tale, marveled at its brilliant imagery and emotion, and pitched it to the execs as a possible animated feature. After some initial reluctance, they were won over, and the property moved into more active "development." Ron invited me to co-write

it with him, and the prospect of trying to make the first true Disney animated fairy tale in thirty years (the last being *Sleeping Beauty* in 1959) was both intriguing and daunting. I came aboard, and we expanded Ron's original two-page outline into a ten-page treatment. We thought of it as a musical.

We learned of Howard's interest from Peter Schneider, the executive who ran Disney Animation for Roy Disney and Jeffrey. We had never met Howard, but we were both big fans of *Little Shop*, having seen and loved the version that Howard staged in Los Angeles at the Westwood Playhouse. Peter told us Howard had some wild, fun ideas for the movie, like making our stuffy crab Clarence, the Sea King's major domo and court composer, "a Rastafarian." Peter just smiled impishly at our slack jaws: "Go to New York. Talk to Howard. It'll be great!"

We preceded our trip with a phone call to Howard, our first contact with him. He gingerly asked us if we thought the movie had to be faithful to a historically accurate Denmark. We assured him that it didn't, that the story took place in a fairy tale kingdom loose enough to allow for a variety of influences. Howard was relieved. He wanted to incorporate songs and music that had a reggae/calypso influence, both because he thought of those as having an affinity to a seaside setting, and because those musical styles would enable him to make the songs feel more contemporary and accessible to a modern audience. We loved Howard's idea, but we couldn't easily picture our overly dignified crab as a laid-back Jamaican. That was a question we'd discuss with Howard in person.

We met with Howard at the Helmsley Palace Hotel in Manhattan in June of 1986. He wasn't what I'd pictured. He was tall, blond, slim, and intense but genial. He chain-smoked as he reviewed our treatment and discussed where he thought songs could go. Ron and I had thought the mermaid, named Ariel by Ron, who was fascinated by all things human, would sing a "love" song to a human prince, embodied by a statue in her undersea grotto. Howard thought the song shouldn't be a romance song. He thought it should explore and reveal her fascination with the human world, not just a prince within it. He even had a "working" title: "Part of That World."

We discussed our difficulty envisioning the crab as an easygoing islander. Howard said think of him rather as a very “grand” showman in the mode of Geoffrey Holder’s Jamaican-accented “Uncola” pitchman in TV spots for 7UP. Ron and I “got it” then, and imagined that persona for the crab’s voice when we subsequently wrote our first draft of the screenplay, while Howard continued to work on his stage musical, *Smile*, being readied for a Broadway run.

That June confab in New York was a very productive meeting. Many of the film’s songs were “spotted” by Howard in the notes he made on our treatment. He discussed the sea witch whom he saw as a Joan Collins-type, a la her prime time soap *Dynasty*, in her rivalry with Triton (Howard was a big *Dynasty* fan). Our treatment mentioned the animals trying to play Cupid and get the prince to kiss Ariel. Howard thought that could be turned into a song, a serenade anchored by the crab. Howard was thoughtful, specific, and thorough as he discussed all of the songs. Despite this, over lunch later that day, Howard offered to bow out. And whether sincerely or not, said we didn’t really need him, that he would be a third wheel, we should just do what we wanted to with the story. Ron and I disagreed and told him that we were genuinely excited by his ideas and were eager to work with him. And from that moment, we were a team.

Over a period of months the songs took shape. In December of that year we returned to New York to hear the first song written for the film, our “Somewhere Over the Rainbow” ballad for Ariel, “Part of Your World.” It was there in Howard’s Soho apartment where we first met Alan Menken, whose melodic gifts thrilled us from the start. Alan played the piano as Howard performed the vocals. Howard gazed up at an unseen world above him as he sang, and there in that cozy Manhattan apartment, made us believe in and feel for a mermaid and her yearning. It was heartfelt. It was moving. Our mermaid had a voice.

In the months that followed, Howard and Alan composed the rest of the songs “old school,” that is, in residence at Disney, in a room in our Glendale studio right down the hall from us. In the thirties, directors’ rooms at Disney had been called “music rooms” because they each had pianos, so integral was music to the shorts, the *Silly Symphonies* that were being made at the time. Now, in the eighties, that approach was revived and, once again, an animator could stroll by the

composers’ room and hear musicians at work, as Alan played the piano and Howard sang while they developed the songs. Orchestrators, also in-house, could interact with story artists and visual developers, which they did on “Under the Sea.” Music, visuals, and story became intertwined. Demos were recorded with Howard, with his wonderful performing chops, setting delicious comic templates for the crab’s two songs, and also for a “Brecht-Weill” number, as he put it, for our villainess, which Howard purred with great relish, and one for a sadistic French chef that gave Howard a pre-Lumiere chance to strut his inner Maurice Chevalier.

In the meantime, we were getting a master class in musical theatre structure, dynamics, and process from Howard, who in turn received a crash course in the animation process from us. In some things we were like-minded with Howard. We all shared the belief that the songs had to advance story and character to avoid the syndrome where songs stopped the movie. Essential plot and character moments had to be contained within the songs, so that if a song were cut, the movie wouldn’t make sense. “Under the Sea” wasn’t just a production number, it was a desperate attempt by Sebastian to bring his rebellious charge in line. “Kiss the Girl” wasn’t just a catchy tune with funny animal backup singers; it was a compelling serenade whose outcome could decide our heroine’s fate.

As we sought to cast our voices, Howard insisted that the pool of singer/actors we needed to pull off the songs was much deeper in New York than in Los Angeles. So auditions began in Manhattan as well. It was out of those that we cast Broadway actors Jodi Benson and Sam Wright. We had seen Jodi in Howard’s play *Smile* in which she was terrific, but it was the passion and vulnerability she brought to both Ariel’s spoken dialogue and the songs in her taped audition that made her our only choice. Jodi had a voice that a prince could hear once, and like us, fall in love with. Sam, whom we had never seen in person, had a gruffness and a warmth that sounded just right for our crab. Although we heard Pat Carroll audition in Los Angeles, she too was a Broadway veteran, having done Rodgers and Hammerstein’s *Cinderella*. Pat’s theatrical and plummy low-voiced Ursula channeled Tallulah Bankhead and made her a diva to be reckoned with.

Alan, having done such an amazing job on the songs, was interested in also composing the underscore for the movie. He had never done

one, but Howard was very supportive of Alan, both for Alan’s sake, and because of Howard’s desire that the underscore integrate melodic elements from the songs. But Howard agreed that Alan needed to show he could do this. An “action adventure” sequence was selected from the film as an audition piece for Alan: the “shark chase.” This piece was written, orchestrated, and recorded before the rest of the score. We thought Alan’s cue hit the right notes of drama, scale, and jeopardy, and he got the gig.

Because our heroine literally loses her voice for a large section of the movie, we relied not only on the pantomime acting skills of the animators, but also on the underscore to help communicate Ariel’s emotions. Alan’s score does this wonderfully whether it’s her thrilling first hand experiences of all things human in her “Tour of the Kingdom,” the tender warmth with which Ariel watches the prince from her window as she prepares for bed, or the heartache she displays on the beach when Sebastian threatens to take her back home (and in so doing melts Sebastian’s sternness and makes him her newfound ally). And while you’re listening, please take note of the kazoo solo which accompanies Sebastian’s entrance in the film. It is played by none other than the maestro Alan Menken himself.

It was a testament to the brilliance and durability of the songs and underscore that, though we literally heard them hundreds of times while making the movie, we never tired of them. We truly had no idea these songs and this story would so capture the hearts of moviegoers around the world, and continue to win new fans even years after the film’s release. But we knew this music captured our hearts, that it brought our story to life with character, humor, specificity, and passion. If it did that for us, our hope was that it could do that for others. And that it has. Alan was awarded an Oscar® for his underscore, and “Under the Sea” won the Oscar® for best song. Howard and Alan had other Disney triumphs ahead of them. But the innocence in the way this music came together will never be duplicated. Enjoy it, as I still do, these many years after its creation. It sings to me louder and more passionately than ever. Thank you, Howard and Alan, for this exquisite gift.

John Musker
Co-writer, Director and Producer
The Little Mermaid

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It all started with a mermaid. Making the Music

In 1986 the team began work on *The Little Mermaid*, and upon its release in 1989 it would launch an unprecedented series of Disney animated musicals which now compare favorably to the original works of Walt Disney himself. The music garnered two Oscars®, two Golden Globes® and two GRAMMYS® and songs like “Kiss the Girl,” “Under the Sea” and “Part of Your World” became part of the American musical fabric. And when you listen to the original demo recordings of Howard Ashman and Alan Menken you hear fully formed performances that largely found their way into the final film. Their musical and story contributions to the film really began a teaching process by which many of us learned how to make a movie “sing” leading right up to the present day with *Tangled* and *Frozen*. So it is by no means a stretch to say that the renaissance of Disney Animation began with a lovely and determined young woman named Ariel.

Chris Montan
President of Walt Disney Music

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Making Fairy Tales Come True

Fairy tales have been a favorite source of inspiration for Disney animators dating back to the studio’s earliest days. Walt Disney had remembered the story of “Snow White” from his childhood and felt it had all the classic elements of good vs. evil that he was looking for in his first feature project. *Cinderella* was said to be a personal favorite of Disney’s because the rags to riches tale was reminiscent of his own humble origins. The universal theme in *Sleeping Beauty* that true love conquers all also lent itself to the Disney philosophy.

Of all the great storytellers throughout the annals of literature, the name Hans Christian Andersen ranks near the top. Walt Disney was himself a great fan of Andersen’s work and several times turned to his stories for source material. Andersen’s most famous tale, “The Ugly Duckling,” was adapted twice by the studio into animated shorts. The first version appeared in 1931 while the 1939 color remake received an Academy Award® for best cartoon (1938-39). In the early 1940’s, the studio explored the possibility of a compilation feature based on Andersen tales and preliminary story sketches

were prepared. A feature-length adaptation of *The Little Mermaid* was also considered at that time.

Origins of the Project

More recently, the idea of doing an animated version of “The Little Mermaid” dates back to 1985, when co-director Ron Clements encountered the story while browsing in a bookstore. He was just wrapping up his assignment as co-director on *The Great Mouse Detective* and had been scouting for future projects. “When I first read ‘The Little Mermaid,’ I thought it was a beautiful and poetic story with really exciting visual opportunities,” recalled Clements. “It was so cinematic, that the images seemed to leap off the page. But it was also one of the saddest stories ever written. The biggest problem was with Andersen’s ending where the mermaid sacrifices herself and turns into a sea foam spirit when her love is unrequited. We knew we needed a happier ending to really make it work for our purposes.”

Clements initially wrote a two-page treatment for *The Little Mermaid*, which was presented to Jeffrey Katzenberg and Roy Disney in 1985. With their approval, the treatment was expanded to 20 pages, with John Musker joining his colleague in the writing process. In this

version, the unnamed sea witch from Andersen’s story became more of a villain and figured more prominently into the overall story. Characters like Sebastian, Flounder and Scuttle were created and personalities for Triton and the Prince began taking shape. In the summer of 1986, Clements and Musker went to New York to meet with lyricist Howard Ashman and his composer partner, Alan Menken.

Ashman was a legend in his Baltimore neighborhood where he would rope in anyone and everyone he could to stage versions of classic and contemporary shows. In 1979 when Ashman was looking for a composer to work with him on a musical version of Kurt Vonnegut’s *God Bless You, Mr. Rosewater*, a mutual friend, renowned Broadway conductor, Lehman Engel, recommended Alan Menken. New York-born Menken, who had grown up in New Rochelle, was a budding instrumental talent, who had developed an early interest in Beethoven and Brahms, “I wanted to be a serious composer, but at a very early age really thought that I couldn’t do that because who becomes a composer?” said Menken. “Chances were I’d be what every other Menken male in sight was: a dentist.”

Fortunately, that career in dentistry never materialized because when Menken and Ashman met, the chemistry between the two was immediate. When Disney approached Ashman about *The Little Mermaid*, Ashman leapt at the chance. After all, the film was based on a story by one of his literary idols, Hans Christian Andersen. He asked Menken to join him.

Making an Animated Musical

More than any animated feature in recent history, *The Little Mermaid* makes extensive use of songs and underscoring to accentuate and advance plot points, story action and the personalities of the characters. From the very inception of the project, Ashman and Menken worked in close collaboration with the directors. This unique relationship harkened back to the studio’s earliest days, when resident staff musicians routinely worked with the creative team during the formative stages of such films as *Snow White and the Seven Dwarfs*, *Pinocchio*, *Dumbo* and *Bambi*.

“In the old days,” explained Menken, “the music was written before they began animating. Even some of the background music was written first. In many ways we’ve gone back to that tradition for this film by laying the songs out early in the

storyboarding process. There are a lot of places where they've animated right to the music."

"Coming from a musical theater background," said Ashman, "We're used to writing songs for characters in situations. For *The Little Mermaid* we wanted songs that would really move the story forward and keep things driving ahead. Instead of stopping to sing a song, it's more like you get to a certain point where the crab has to convince the mermaid not to go up above the water and change her life, so he sings 'Under the Sea.'"

"We were always conscious that we were writing a film for Disney," Menken said. "So there was a certain user-friendliness about the material we were dealing with. You don't want material that people have to listen to four times to get." But at the same time, they didn't want material that people couldn't listen to four times – or more – without still enjoying some sense of newness. "I try to put in more information than people will get the first time around," Ashman told the animators. "So maybe if you want to see it more than once, there's still something there for you to see."

From the animators' point of view, the musical contributions of Ashman and Menken brought something special to the project. Their songs created an excitement and enthusiasm among the staff that motivated them to create visual elements that would be equally dynamic. "Howard and Alan brought a theatrical approach and style to the project that we tried to wed with animation and film techniques," said Musker. "I think the marriage is a good one. The songs are better-integrated here than in any Disney film in a long, long time."

The Songs

The seven songs heard in *The Little Mermaid* were written and fine-tuned over a period of 18 months. During that time, the songwriters set up a music studio at Disney's animation facility in Glendale, California. "Usually the lyrics come first," explained Menken. "Because Howard was involved as a producer, as well as a lyricist, he had a strong concept for the music, as well as the lyrics. He would come in with not only the words, but the whole dramatic thrust and the style of the song, and how we were going to use the underscore." According to Ashman, "Writing the songs is usually pretty easy. The hard part is what we call 'routining,' which means deciding how many times to repeat a part, if at all, or whether to cut it out entirely."

From the first bars of "Fathoms Below," the shanty-like tune sung by sailors on the sea's surface, it's clear what *Mermaid* is about. By the time the visuals and music simultaneously move underwater, the essence of this fairy tale has been laid out. "It doesn't sound like a pop tune – it sounds like long ago and faraway," Ashman told the animators. "And it's visually oriented. When we started working with the sea-shanty idea, we put it in a three-quarter time because the ship can move to that sort of sway. It's got some weight. It tells you the story's going to have some emotion to it."

The songwriters describe their work for the film as "a pastiche." "Working with a fairy tale, you lose a sense of specific time and therefore have the latitude to work in all kinds of musical styles. It allows you to do a different kind of dreaming," said Ashman. For the character of Sebastian the songwriters dreamed up a special musical style that would allow a rhythmic edge and a contemporary feeling to it. Ashman recalled, "At our first meeting with the directors, we came up with the idea of giving Sebastian a Caribbean flavor so that we could have a whole range of calypso and reggae styles to play with in the music. It was a way of adding energy, spice and a little bit of contemporary pop feeling."

Sebastian's first song in the film is the spirited production number "Under the Sea." Backed by a hot crustacean band and a Busby Berkeley-style chorus line of brightly colored marine life, the crafty crab musically extols the virtues of living below the surface. Sebastian returns to the spotlight later in the film to stir up a romantic mood by crooning the upbeat tune "Kiss the Girl." Providing some "doo-wop" harmonies are a chorus of fish, pelicans, flamingos, frogs, ducks and turtles.

For the ballad "Part of Your World," Ashman and Menken set out to articulate Ariel's dream through music in a way that would get the audience to like her and root for her to succeed. "In almost every musical ever written," elaborated Ashman, "there's a place usually early in the show where the leading lady sits down on something - in *Brigadoon* it's a tree stump; in *Little Shop of Horrors* it's a trash can – and sings about what she wants most in life. We borrowed this classic rule of Broadway musical construction for 'Part of Your World.' Because Jodi Benson (the voice of Ariel) is an actress who also sings, she was able to convey a tremendous amount of soul and specificity in her performance."

The song "Poor Unfortunate Souls," is delivered by Ursula in a raunchy, cabaret-style with strong overtones of Kurt Weill. Ashman put the character's sophisticated and verbal nature to best advantage by using more rhymes, puns and sly humor in the lyrics. The song plays a pivotal role in the plot since it showcases Ariel's transformation from mermaid to human. Also on the musical menu is a hilarious number called "Les Poissons" served up with a dash of slapstick by the palace chef, Louis. It focuses on the joy of cooking fish as he desperately tries to turn Sebastian into the daily special. Completing the program is "Daughters of Triton," a concert showcase for Ariel's sisters, created by that great impresario of the deep, Sebastian.

Using Tape as a Tool

Ashman and Menken used tape as a tool, a medium for studying and refining their songs until every note was perfect. The work tapes and demos on this collection are able to stand on their own. In these sessions Ashman and Menken reveled in the spontaneity of creation and the chance to, for all intents and purposes, put on the show themselves – vocal chameleon Ashman generally singing the more comedic parts: Menken, a more pure singer, taking the ballads.

For all the back and forth and even for the occasional silliness, the demos were so complete, so thoroughly crafted that the actors who sung the roles in the films modeled their performances explicitly on the demo versions. "Howard could perform my song better than I could," said Pat Carroll, who as Ursula the sea witch, was featured in the deliciously evil "Poor Unfortunate Souls." "Howard relished the character. She had theatricality – and snap and crackle and pop. He and Alan knew exactly what word should be punched and what color they wanted and the way of rolling words certain ways. It was quite marvelous."

Just as generations have done with "Whistle While You Work" and "Zip-A-Dee-Do-Dah," children have grown up with the songs of Howard Ashman and Alan Menken, and will pass them on to their children, who will themselves later pass them on. The music from this timeless classic has, most certainly, become part of our world.

David Watts

Disney Music Group Editor

Compiled from Howard Green's "The Little Mermaid Production Information" and Steve Hochman's "Walt Disney Records Presents The Music Behind the Magic The Musical Artistry of Alan Menken, Howard Ashman & Tim Rice"



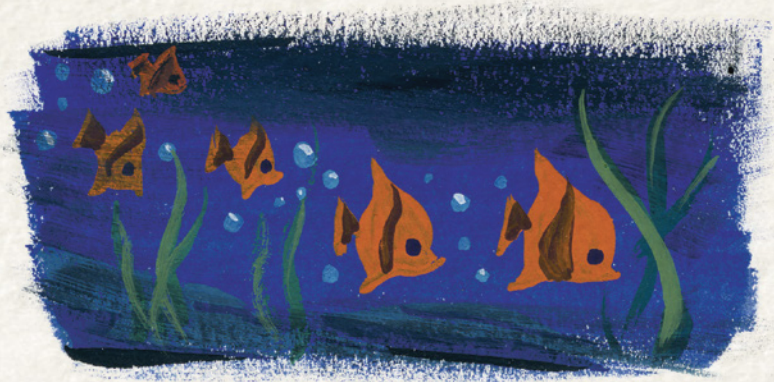
DISC ONE

1. FATHOMS BELOW
Performed by Ship's Chorus
2. MAIN TITLES *Score*
3. FANFARE *Score*
4. DAUGHTERS OF TRITON
Performed by Daughters of Triton
5. INTRO ARIEL *Score*
6. INTRO URSULA *Score*
7. TRITON REPRIMANDS *Score*
8. SEBASTIAN'S DILEMMA *Score*
9. PART OF YOUR WORLD
Performed by Jodi Benson
10. FIREWORKS *Score*
11. THE STORM *Score*
12. PART OF YOUR WORLD
(REPRISE) / URSULA PLOTS
Performed by Jodi Benson
13. ARIEL IN LOVE *Score*
14. UNDER THE SEA
Performed by Samuel E. Wright
15. SEBASTIAN AND TRITON *Score*
16. DESTROYING THE GROTTO *Score*
17. FLOTSAM AND JETSAM *Score*
18. URSULA'S LAIR *Score*
19. POOR UNFORTUNATE SOULS
Performed by Pat Carroll
20. SHE'S GOT LEGS *Score*
21. SEBASTIAN RELENTS *Score*
22. ON LAND *Score*
23. MISS MANNERS *Score*
24. LES POISSONS
Performed by René Auberjonois
25. CRAB ON A PLATE / BEDTIME *Score*
26. TOUR OF THE KINGDOM *Score*
27. KISS THE GIRL
Performed by Samuel E. Wright
28. ARIEL LEFT BEHIND *Score*
29. POOR UNFORTUNATE SOULS (REPRISE)
Performed by Pat Carroll
30. THE TRUTH *Score*
31. INTERRUPTING THE WEDDING /
URSULA'S DEFEAT *Score*
32. HAPPY ENDING
Performed by the Disney Chorus

DISC TWO

1. FATHOMS BELOW *Work Tape*
Performed by Howard Ashman and Alan Menken
2. DAUGHTERS OF TRITON *Synth Demo*
Performed by Howard Ashman and Alan Menken
3. PART OF YOUR WORLD *Synth Demo*
Performed by Howard Ashman and Alan Menken
4. FIREWORKS / THE GIGUE *Score Piano Demo*
Performed by Alan Menken
5. THE STORM *Score Piano Demo*
Performed by Alan Menken
6. UNDER THE SEA *Synth Demo*
Performed by Howard Ashman and Alan Menken
7. POOR UNFORTUNATE SOULS *Basic Synth Demo*
Performed by Howard Ashman and Alan Menken
8. POOR UNFORTUNATE SOULS *Final Synth Mockup*
Performed by Howard Ashman and Alan Menken
9. LES POISSONS *Work Tape Demo*
Performed by Howard Ashman and Alan Menken
10. LES POISSONS *Synth Demo*
Performed by Howard Ashman and Alan Menken
11. KISS THE GIRL *Synth Demo B*
Performed by Howard Ashman and Alan Menken
12. HAPPY ENDING *Score Piano Demo*
Performed by Alan Menken





FATHOMS BELOW

Performed by Ship's Chorus

I'll tell you a tale of the bottomless blue
And it's hey to the starboard, heave-ho
Look-out, lad, a mermaid be waiting for you
In mysterious fathoms below
Fathoms below, below
From whence wayward westerlies blow

Where Triton is king and his merpeople sing
In mysterious fathoms below
Heave-ho, heave-ho

Heave-ho, heave-ho, heave-ho
In mysterious fathoms below



DAUGHTERS OF TRITON

Performed by Daughters of Triton

Ah, we are the daughters of Triton
Great father who loves us and named us well
Aquata, Andrina, Arista, Atina, Adella, Allana
And then there is the youngest
In her musical debut
Our seventh little sister
We're presenting her to you
To sing a song Sebastian wrote
Her voice is like a bell
She's our sister, Ari –

PART OF YOUR WORLD

Performed by Jodi Benson

Spoken:

Maybe he's right. Maybe there is something the matter with me. I just don't see how a world that makes such wonderful things could be bad.

Look at this stuff
Isn't it neat
Wouldn't you think my collection's complete
Wouldn't you think I'm the girl
The girl who has everything

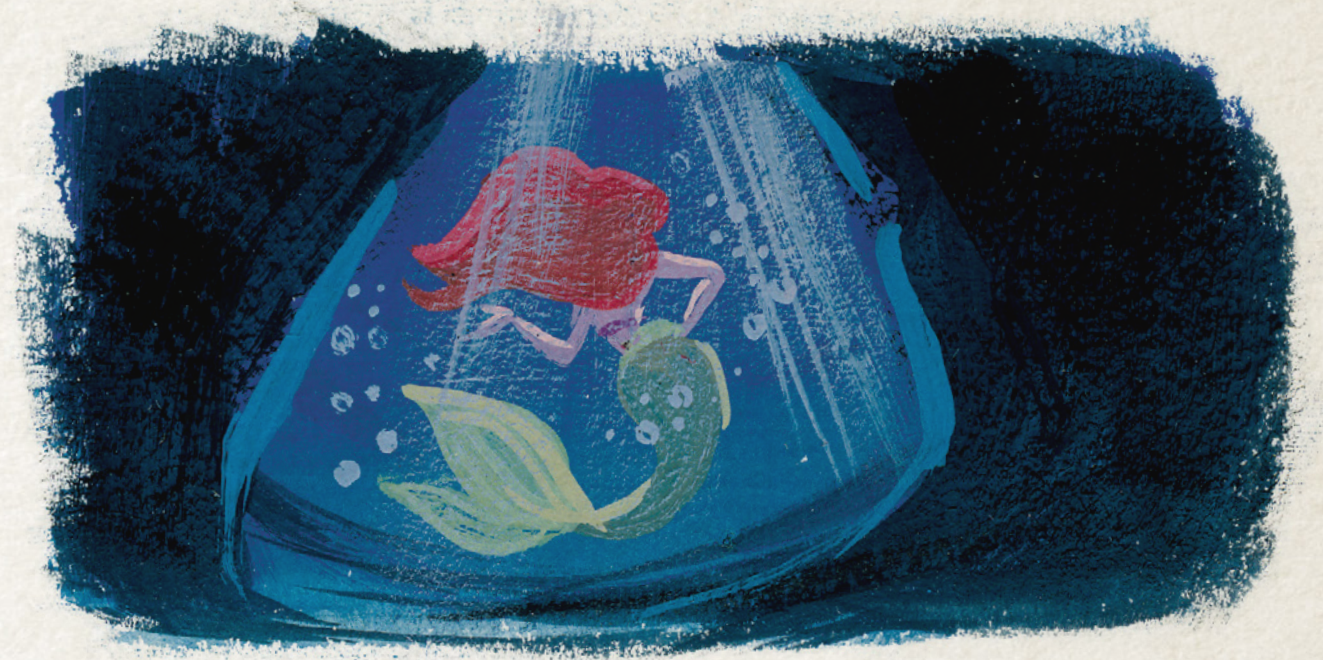
Look at this trove, treasures untold
How many wonders can one cavern hold
Looking around here, you'd think
Sure, she's got everything

I've got gadgets and gizmos a-plenty
I've got who's-its and what's-its galore
You want thing-a-mabobs, I've got twenty
But who cares, no big deal, I want more

I wanna be where the people are
I wanna see, wanna see 'em dancin'
Walkin' around on those
Whaddya call 'em... oh, feet

Flippin' your fins, you don't get too far
Legs are required for jumpin', dancin'
Strollin' along down a
What's that word again... street

Up where they walk, up where they run
Up where they stay all day in the sun
Wanderin' free, wish I could be
Part of that world



What would I give if I could live
Out of these waters
What would I pay to spend a day
Warm on the sand

Bet'cha on land they understand
Bet they don't reprimand their daughters
Bright young women, sick of swimmin'
Ready to stand

And ready to know what the people know
Ask 'em my questions and get some answers
What's a fire and why does it
What's the word... burn

When's it my turn
Wouldn't I love, love to explore that shore up above
Out of the sea
Wish I could be part of that world

PART OF YOUR WORLD (REPRISE)

Performed by Jodi Benson

What would I give to live where you are
What would I pay to stay here beside you
What would I do to see you smiling at me

Where would we walk, where would we run
If we could stay all day in the sun
Just you and me, and I could be
Part of your world

I don't know when, I don't know how
But I know something's starting right now
Watch and you'll see
Someday I'll be
Part of your world

UNDER THE SEA

Performed by Samuel E. Wright

Spoken:

*Ariel, listen to me. The human world, it's a mess.
Life under the sea is better than anything they
got up there.*

The seaweed is always greener
In somebody else's lake
You dream about going up there
But that is a big mistake

Just look at the world around you
Right here on the ocean floor
Such wonderful things surround you
What more is you lookin' for

Under the sea
Under the sea
Darlin' it's better down where it's wetter
Take it from me
Up on the shore they work all day
Out in the sun they slave away
While we devotin'
Full time to floatin'
Under the sea

Down here all the fish is happy
As off through the waves they roll
The fish on the land ain't happy
They sad 'cause they're in the bowl

But fish in the bowl is lucky
They in for a worsen fate
One day when the boss get hungry
Guess who gon' be on the plate, uh oh

Under the sea
Under the sea
Nobody beat us, fry us, and eat us in fricassee
We what the land folks loves to cook
Under the sea we off the hook
We got no troubles, life is the bubbles

Under the sea (under the sea)
Under the sea (under the sea)
Since life is sweet here
We got the beat here naturally
Even the sturgeon and the ray
They get the urge 'n start to play
We got the spirit
You got to hear it
Under the sea

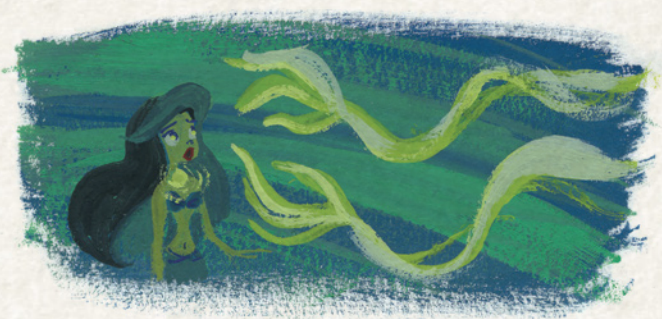
The newt play the flute
The carp play the harp
The plaice play the bass
And they soundin' sharp
The bass play the brass
The chub play the tub
The fluke is the duke of soul
The ray he can play
The lings on the strings
The trout rockin' out
The blackfish, she sings
The smelt and the sprat, they know where it's at
And oh, that blowfish blow

Under the sea (under the sea)
Under the sea (under the sea)
When the sardine begin the beguine
It's music to me
What do they got, a lot of sand
We got a hot crustacean band

Each little clam here
Know how to jam here
Under the sea
Each little slug here
Cuttin' a rug here
Under the sea

Each little snail here
Know how to wail here
That's why it's hotter under the water
Ya, we in luck here, down in the muck here
Under the sea





POOR UNFORTUNATE SOULS

Performed by Pat Carroll

Spoken:

Ursula: *The only way to get what you want is to become a human yourself.*

Ariel: *Can you do that?*

Ursula: *My dear, sweet child that's what I do. It's what I live for, to help unfortunate merfolk like yourself. Poor souls with no one else to turn to.*

I admit that in the past
I've been a nasty
They weren't kidding
When they called me
Well, a witch

But you'll find that nowadays
I've mended all my ways
Repented, seen the light
And made a switch
True, yes

And I fortunately know a little magic
It's a talent that I always have possessed
And here lately, please don't laugh
I use it on behalf of the miserable
The lonely, and depressed – pathetic

Poor unfortunate souls
In pain, in need
This one longing to be thinner
That one wants to get the girl
And do I help them, yes, indeed

Those poor unfortunate souls
So sad, so true
They come flocking to my cauldron
Crying spells, Ursula, please
And I help them, yes I do

Now it's happened once or twice
Someone couldn't pay the price
And I'm afraid I had to rake 'em
'Cross the coals

Yes, I've had the odd complaint
But on the whole I've been a saint
To those poor unfortunate souls

Spoken:

Ursula: *Have we got a deal?*

Ariel: *If I become human I'll never be with my father or sisters again.*

Ursula: *But you'll have your man. Life's full of tough choices, isn't it. Oh, and there is one more thing. We haven't discussed the subject of payment.*

Ariel: *But I don't have –*

Ursula: *I'm not asking much. Just a token really, a trifle. What I want from you is your voice.*

Ariel: *But without my voice how can I –*

Ursula: *You'll have your looks. Your pretty face and don't underestimate the importance of body language. Ha!*

The men up there don't like a lot of blabber
They think a girl who gossips is a bore
Yes, on land it's much preferred
For ladies not to say a word
And after all, dear
What is idle prattle for

Come on, they're not all that impressed
with conversation
True gentlemen avoid it when they can
But they dote and swoon and fawn
On a lady who's withdrawn
It's she who holds her tongue
Who gets her man

Come on, you poor unfortunate soul
Go ahead, make your choice
I'm a very busy woman and
I haven't got all day
It won't cost much, just your voice

You poor unfortunate soul
It's sad, but true
If you want to cross a bridge, my sweet
You've got to pay the toll
Take a gulp and take a breath
And go ahead and sign the scroll
Flotsam, Jetsam – now I've got her, boys
The boss is on a roll
This poor unfortunate soul

Beluga, sevruga, come winds
Of the Caspian Sea
Larynxes, glacydis, ad max
Laryngitis la voce to me

Spoken:

Now sing! Keep singing!



LES POISSONS

Performed by René Auberjonois

Les poissons, les poissons
How I love *les poissons*
Love to chop
And to serve little fish

First I cut off their heads
Then I pull out their bones
Ah, mais oui, ca c'est toujours delish

Les poissons, les poissons
Hee-hee-hee, haw-haw-haw
With the cleaver I hack them in two

I pull out what's inside
And I serve it up fried
God, I love little fishes, don't you

Here's something for tempting the palate
Prepared in the classic technique
First you pound the fish flat with a mallet
Then you slash through the skin
Give the belly a slice
Then you rub some salt in
'Cause that makes it taste nice

Zout alors, I have missed one
Sacre bleu, what is this
How on earth could I miss
Such a sweet little succulent crab

Quel dommage, what a loss
Here we go in the sauce
Now some flour—I think, just a dab

Now I stuff you with bread
It don't hurt 'cause you're dead
And you're certainly lucky you are

'Cause it's gonna be hot
In my big silver pot
Tootle-loo, mon poisson, au revoir

KISS THE GIRL

Performed by Samuel E. Wright

Spoken:

Percussion. Strings. Winds. Words.

There you see her
Sitting there across the way
She don't got a lot to say
But there's something about her

And you don't know why
But you're dying to try
You wanna kiss the girl

Yes, you want her
Look at her, you know you do
Possible she wants you to
There is one way to ask her

It don't take a word
Not a single word
Go on and kiss the girl
Sing with me now

Sha la la la la, my oh my
Look like the boy too shy
Ain't gonna kiss the girl

Sha la la la la, ain't that sad
Ain't it a shame, too bad
He gonna miss the girl

Now's your moment
Floating in a blue lagoon
Boy, you better do it soon
No time will be better

She don't say a word
And she won't say a word
Until you kiss the girl

Sha la la la la, don't be scared
You got the mood prepared
Go on and kiss the girl

Sha la la la la, don't stop now
Don't try to hide it how
You wanna kiss the girl

Sha la la la la, float along
And listen to the song
The song say kiss the girl

Sha la la la la, the music play
Do what the music say
You gotta kiss the girl

You've gotta kiss the girl
You wanna kiss the girl
You've gotta kiss the girl
Go on and kiss the girl

POOR UNFORTUNATE SOULS (Reprise)

Performed by Pat Carroll

What a lovely little bride I'll make
My dear, I'll look divine
Things are working out according
To my ultimate design
Soon I'll have that little mermaid
And the ocean will be mine

HAPPY ENDING

Performed by the Disney Chorus

Now we can walk
Now we can run
Now we can stay
all day in the sun
Just you and me
And I can be
Part of your world



Soundtrack Credits

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and Robert Kraft
Score Produced by Alan Menken
Songs Arranged by Robby Merkin and Alan Menken
Orchestrations by Thomas Pasatieri
Orchestra Conducted by J.A.C. Redford
Engineered by John Richards

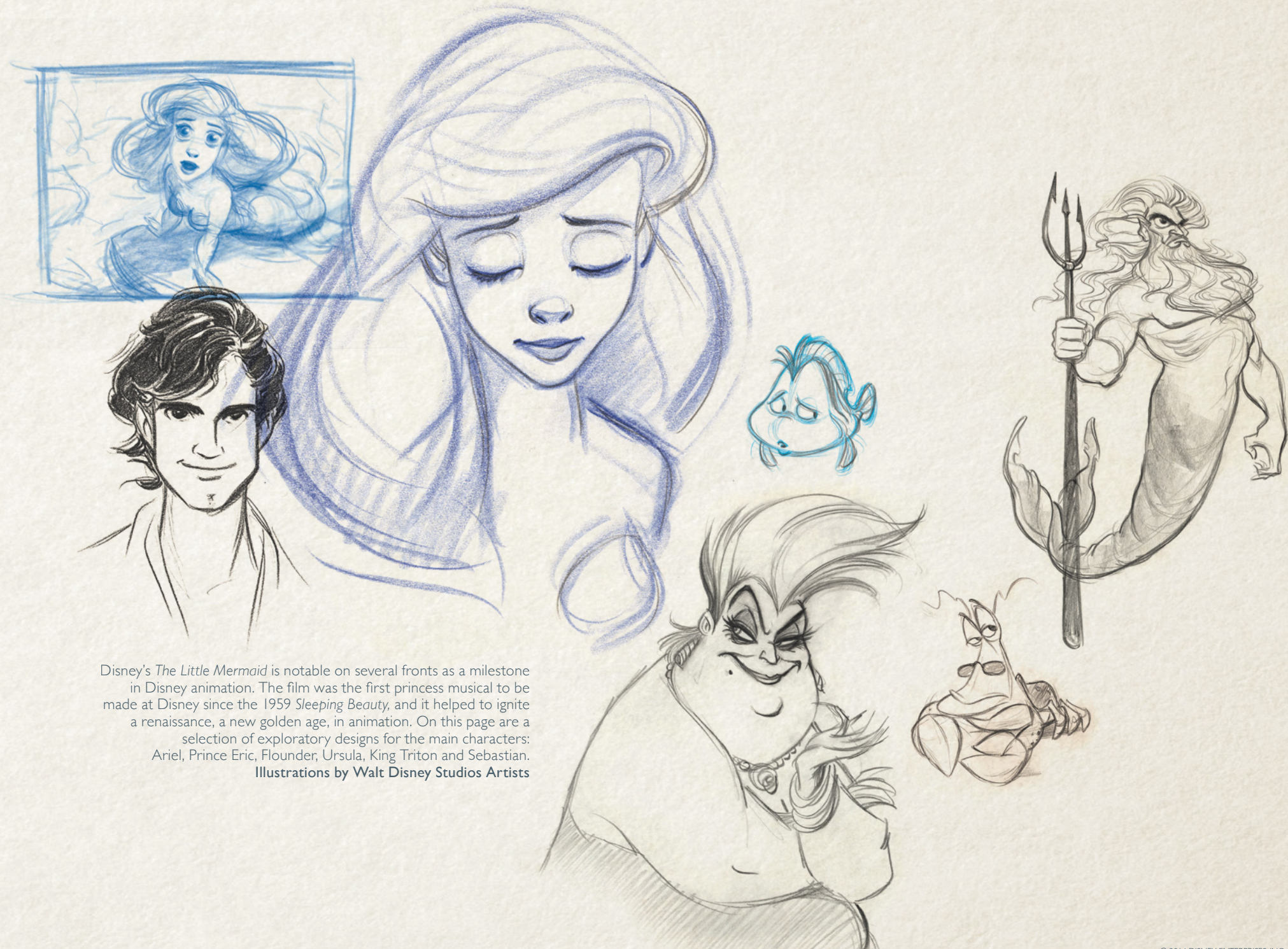
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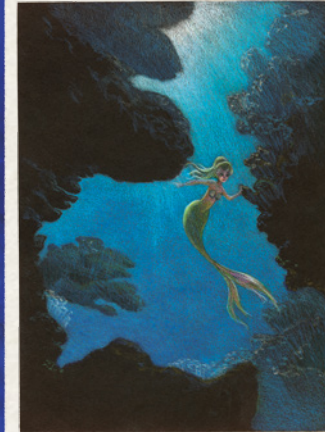
Special thanks to Rick Kunis

Creative Direction: Dave Snow and Steve Gerdes
Package Design: Steve Gerdes
Original Paintings and Illustrations: Lorelay Bové





Disney's *The Little Mermaid* is notable on several fronts as a milestone in Disney animation. The film was the first princess musical to be made at Disney since the 1959 *Sleeping Beauty*, and it helped to ignite a renaissance, a new golden age, in animation. On this page are a selection of exploratory designs for the main characters: Ariel, Prince Eric, Flounder, Ursula, King Triton and Sebastian.
Illustrations by Walt Disney Studios Artists



Every Disney animated movie is set in a wondrous world that fits the story. Those worlds go through much exploration by the Art Director and Visual Development artists working on the films at Walt Disney Animation Studios. Here is a selection of environments. Clockwise from top center: Ariel's grotto with an early dark-haired concept of Ariel. The shipwreck image which ultimately became one of the computer-generated elements in the completed film. A visual development pastel. A sketch for the storm sequence early in the film. An interesting early version of Ursula's lair. Prince Eric's castle. Finally, in the center: A production background for the "Under the Sea" sequence.

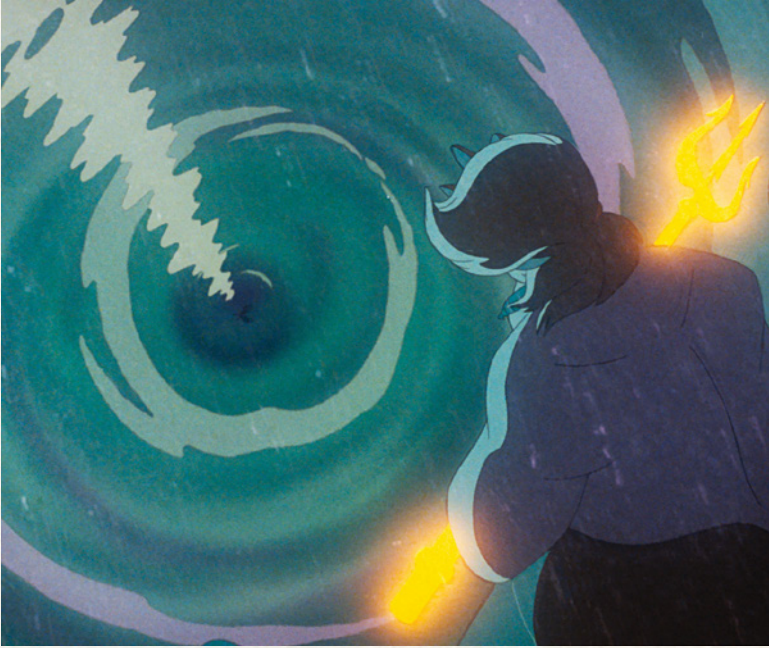
The Little Mermaid also marked the end of an era in how Disney animated films were made. It was the last feature animated film at Disney to use traditional hand inked and painted cels. The film ushered in the rapid expansion of digital technology into the process of making animated movies with the adaption of the Computer Animation Production System known as CAPS. The final scene of the film depicting the wedding barge sailing away under a rainbow is the first digitally inked and painted scene done at the Walt Disney Animation Studios.

The film also used an increasing amount of computer-generated animation for rigid objects like the carriage and the sunken ships that rise from the sea bottom in the final battle with Ursula (Artwork featured on the following page). This was the beginning of an industry-wide technological transformation in the craft of animation that continues today.

Dave Bossert

Producer/Creative Director
Walt Disney Animation Studios







WALT DISNEY RECORDS

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